

**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

Claim 1 (currently amended): A skin conditioning oil-in-water emulsion composition comprising:

(a) about 0.001 wt. % to about 10 wt. % of at least one booster compound selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;

(b) about 0.001 wt. % to about 10 wt. % of a retinoid; and

(c) a cosmetically acceptable vehicle;

wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12 to ensure the retinoid half life of at least about 20 days at 50 deg. C.

Claim 2 (original): The skin conditioning oil in water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 3-6 (canceled)

Claim 7 (currently amended): A skin conditioning oil-in-water emulsion composition comprising:

(a) about 0.001 wt. % to about 10 wt. % of at least two booster compounds selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;

(b) about 0.001 wt. % to about 10 wt. % of a retinoid; and

(c) a cosmetically acceptable vehicle;

wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12 to ensure the retinoid half life of at least about 20 days at 50 deg. C.

Claim 8 (original): The skin conditioning oil-in-water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 9-12 (canceled)

Claim 13 (previously presented): The composition of claim 7, further comprising about 0.5% to about 50% of an emollient selected from the group consisting of esters, fatty acids, alcohols, polyols, and hydrocarbons.

Claim 14 (previously amended): The composition of claim 1, wherein said at least one booster is LAMEA; and further comprising alpha-ionone.

Claim 15 (previously presented): The composition of claim 1, further comprising an imidazole.

Claim 16 (new): The composition of claim 1, further comprising at least one booster selected from the group consisting of PAMEA, AMEA and mixtures thereof in combination with the booster alpha-ionone.